

(A) 116,5.

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
 VIVIAN AND LEONARD JUDELSON, as
 Trustees of the VIVIAN JUDELSON
 REVOCABLE TRUST DATED 10/9/95, and
 VIVIAN S. JUDELSON CONTRIBUTORY IRA,
 Individually and On Behalf of All Others Similarly:
 Situated,

Plaintiffs,

v.

TARRAGON CORPORATION, WILLIAM S.
 FRIEDMAN, ROBERT P. ROTHENBERG, and
 ERIN D. PICKENS,

Defendants.
 ----- X

Case No. 07 Civ 7972 (PKC)

PKC

**STIPULATION AND [PROPOSED]
 ORDER EXTENDING TIME TO
 RESPOND TO COMPLAINT**

IT IS HEREBY STIPULATED AND AGREED by and between the

undersigned attorneys for the respective parties as follows:

1. Upon the issuance of an order of the Court appointing a lead plaintiff (or lead plaintiffs) in the above-captioned action, the lead plaintiff(s) shall file and serve an amended consolidated complaint within forty-five (45) days of the entry of such order;
2. The defendant Tarragon Corporation shall move, answer or otherwise respond to the amended consolidated complaint within forty-five (45) days after receipt of service of the above-mentioned amended consolidated complaint;
3. In the event that defendant Tarragon Corporation files and serves a motion directed at the amended consolidated complaint, the lead plaintiff(s) shall file and serve opposition papers to the defendant's motion within forty-five (45) days after receipt of service of such motion; and

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provided that nothing herein exempts or party from the pre-motion response requirement

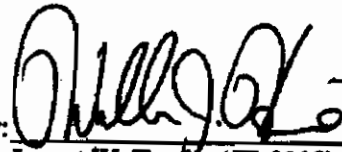
4. In the event that the lead plaintiff(s) files and serves opposition papers to the defendant's motion, defendant Tarragon Corporation shall file and serve its reply papers within thirty (30) days after receipt of service of the lead plaintiff's opposition papers.

By executing this Stipulation, the parties have not waived and expressly retain all claims, defenses and arguments, whether procedural substantive or otherwise, and this Stipulation is without prejudice to any subsequent motion to stay this action. This Order is entered without prejudice to the rights of any party to apply for a modification of this Order for good cause.

STIPULATED AND AGREED:

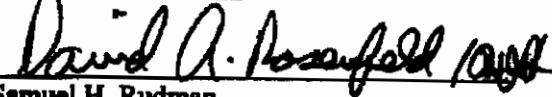
Dated: New York, New York
October 8, 2007

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SO ORDERED:



U.S.D.J.

NY1-4029321v3

10-9-07